

911

ARTICLES OF INCORPORATION

OF

TARRANCE WAREHOUSE FOODS, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

UNDER AND BY VIRTUE of Chapter 2A of Title 10, 1975 Code of Alabama, known as the new "Alabama Business Corporation Act" effective January 1, 1981, and the Laws of the State of Alabama, the undersigned James M. Tarrance, Loretta J. Tarrance, Neressa T. Reese and JoEllen T. Wilson, for the purpose of forming a corporation under the Alabama Business Corporation Act to carry on the business hereinafter named, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is TARRANCE WAREHOUSE FOODS, INC., an Alabama corporation.

ARTICLE II

The location and mailing address of the initial registered office of the corporation is 128 East Middle Street, Montevallo, ~~Shelby~~ County, Alabama 35115, which is also its principal place of business.

The initial registered agent at such office is James M. Tarrance.

ARTICLE III

Said corporation shall have perpetual existence.

ARTICLE IV

The objects and purposes for which this corporation is formed are as complete and to the same extent as natural persons might or could do, subject only to such limitations and restrictions as are placed on corporations under the Laws of the State of Alabama, and its powers and rights include all of those provided for and enumerated by the general Laws of the State of Alabama and by Chapter 2A of Title 10, 1975 Code of Alabama, known as the new "Alabama Business Corporation Act." These objects and purposes specifically include operation of a retail grocery business under the warehouse marketing concept in Montevallo, Shelby County, Alabama. In addition to the objects and purposes stated aforesaid, the corporation shall have the power to conduct and carry on any and all lawful business or activity for which corporations may be incorporated under Chapter 2A of Title 10, 1975 Code of Alabama.

ARTICLE V

The amount of the total authorized capital stock shall be TWO THOUSAND (\$2,000.00) DOLLARS divided into 200 shares of common stock of the par value of \$10.00 per share. The total amount of the capital stock subscribed for and issued and with which the corporation shall commence business shall be ONE THOUSAND (\$1,000.00) DOLLARS divided into 100 shares of common stock of the par value of \$10.00 per share. The stockholders shall have the right to increase or decrease the capital stock to such sum or sums as they desire and as permitted by the Laws of the State of Alabama.

ARTICLE VI

The names and places of residence of the Incorporators and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>RESIDENT ADDRESS</u>	<u>NUMBER OF SHARES</u>
James M. Tarrance	346 Moody Street Montevallo, Alabama 35115	50
Loretta J. Tarrance	346 Moody Street Montevallo, Alabama 35115	48
Neressa T. Reese	346 1/2 Moody Street Montevallo, Alabama 35115	1
JoEllen T. Wilson	Town and Country Apartments Montevallo, Alabama 35115	1

ARTICLE VII

The number of Directors constituting the initial Board of Directors of the corporation is two (2).

The names and places of residence of the persons who are to serve as Directors until the first meeting of the Shareholders or until their successors be elected and qualified are:

<u>NAME</u>	<u>RESIDENT ADDRESS</u>
James M. Tarrance	346 Moody Street Montevallo, Alabama 35115
Loretta J. Tarrance	346 Moody Street Montevallo, Alabama 35115

ARTICLE VIII

The names of the persons who are to serve as the initial ^{until} Officers of the corporation/the first meeting of the Board of Directors or until their successors be elected and qualified are:

<u>NAME</u>	<u>OFFICE</u>
James M. Tarrance	President and Treasurer
Loretta J. Tarrance	Vice President and Secretary

ARTICLE IX

The President James M. Tarrance is the agent designated by the Incorporators to receive subscriptions to the capital stock of the

corporation.

ARTICLE X

The Board of Directors shall have power to alter, amend and repeal the Bylaws of the corporation or adopt new Bylaws for the corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend or repeal any bylaw which establishes the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

The stockholders may alter, amend or repeal the Bylaws of the corporation or adopt new Bylaws for the corporation at any annual meeting or at a special meeting called for the purpose, and all bylaws made by the Directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators, for the purpose of forming a business corporation under the Alabama Business Corporation Act, and ~~Laws of the State of Alabama~~, have hereunto signed and subscribed their names and file these Articles of Incorporation for record in the Office of the Judge of Probate of Shelby County, Alabama, and do hereby certify that the facts therein stated are true, on this the 1st day of November, 1982.


James M. Tarrance


(SEAL)


Neressa T. Reese

(SEAL)


Loretta J. Tarrance

(SEAL)


JoEllen T. Wilson

(SEAL)

This instrument prepared by
Wade H. Morton, Jr., Attorney at Law
South Main Street, P O Box 1227
Columbiana, Alabama 35051-1227



STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Tarrance Warehouse Foods, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Tarrance Warehouse Foods, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to

be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's

office does not assume any responsibility for the availability of the corporate

name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

October 26, 1982 expires 2-24-83
Date Don Siegelman
Don Siegelman Secretary of State

STATE OF ALABAMA)

SHELBY COUNTY)

CERTIFICATE OF INCORPORATION

WHEREAS, James M. Tarrance, Loretta J. Tarrance, Neressa T. Reese and JoEllen T. Wilson did on this the 1st day of November, 1982, file in the Office of the Judge of Probate of Shelby County, Alabama, their Articles of Incorporation for TARRANCE WAREHOUSE FOODS, INC., an Alabama corporation, setting forth the objects and purposes of said business corporation according to the law in such cases made and provided:

NOW THEREFORE, in pursuance of the authority in and by law vested, I, THOMAS A. SNOWDEN, JR., JUDGE OF PROBATE of Shelby County, Alabama, do hereby certify that the TARRANCE WAREHOUSE FOODS, INC. is duly and legally incorporated, and is fully authorized to transact business under its Articles of Incorporation.

GIVEN under my hand and official seal on this the 1st day of November, 1982.

Thomas A. Snowden, Jr.

Judge of Probate

STATE OF ALABAMA, SHELBY CO.
I HEREBY CERTIFY THIS
DOCUMENT WAS FILED

1982 NOV -1 PM 2:55

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 1.00
26.00